

SPECTRUM ANALYTICAL, INC.

Joint Action by the Directors
By Unanimous Written Consent

April 30, 2015

The undersigned, being all of the Directors of SPECTRUM ANALYTICAL, INC., a Massachusetts corporation (the "Corporation"), pursuant to Chapter 156D of the Massachusetts General Laws, hereby consents to the adoption of the following resolutions with effect from the date set forth above, and directs that these resolutions be placed with the records of the Corporation to be treated for all purposes as votes taken at a meeting of the Directors of the Corporation.

The Directors of the Corporation stated that based upon the current operational and financial issues threatening the Corporation, it was desirable for the Corporation to file a Voluntary Petition in bankruptcy pursuant to Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, IT IS UNANIMOUSLY:

I. Bankruptcy

VOTED: That the Corporation file a Voluntary Petition seeking relief under the provisions of Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts (the "Bankruptcy Court"); and it is further unanimously

VOTED: That Hanibal C. Tayeh, President of the Corporation, be and hereby is authorized to execute and file on behalf of the Corporation all petitions, schedules, lists, and all other papers, pleadings, and documents, and to take any and all action which he may deem necessary or desirable to obtain such relief; and it is further unanimously

VOTED: That the Corporation employ the law firm of Bacon Wilson, P.C., of Springfield, Massachusetts, as its counsel to represent its interests before the Bankruptcy Court, to provide assistance and guidance to the Corporation in carrying out its duties as Debtor and Debtor-in-Possession, and to take any and all actions to advance the Corporation's rights and interests in the Chapter 11 bankruptcy case; and that Hanibal C. Tayeh be and hereby is authorized and directed to execute and deliver, on behalf of the Corporation, a retention agreement with Bacon Wilson, P.C. and to cause a retainer to be paid to said Bacon Wilson, P.C. prior to the filing of the Chapter 11 bankruptcy case; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized and directed to execute and deliver, on behalf of the Corporation, appropriate retention agreements with other law firms, accountants, consultants, and others recommended to assist in the

pending reorganization and/or sale of the assets of the Corporation, and cause appropriate retainers to be paid prior to the filing of the Chapter 11 bankruptcy case; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized to arrange for postpetition financing for the Corporation, both before and during the Chapter 11 bankruptcy case, and to execute any and all documents that may be necessary, convenient, or advisable for consummating such financing; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized and directed to prepare, negotiate, and propose, on behalf of the Corporation, a Plan under Chapter 11 of the Bankruptcy Code (including any and all modifications, supplements, and amendments) and cause such Plan to be filed in the Bankruptcy Court; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized and directed to take or cause to be taken, on behalf of the Corporation, any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as may be necessary or desirable in order to carry out the purposes and intentions of the foregoing votes, and to carry out the Corporation's obligations under the Bankruptcy Code and associated Rules and Court orders; and it is further unanimously

II. Ratification and General Authorization

VOTED: That the actions of the Directors, Stockholders and counsel of the Corporation prior to the date hereof in negotiating and effecting the transactions referred to above, be, and they hereby are, ratified, approved, confirmed and adopted (including, without limitation, the Corporation's approval and execution of that certain Letter of Engagement by and between the Corporation and Bacon Wilson, P.C. dated April 29, 2015); and it is further unanimously

VOTED: That Hanibal C. Tayeh, President of the Corporation, be and hereby is authorized and empowered, in the name and on behalf of the Corporation, to execute, deliver and perform all documents, instruments, and certificates, and to take any action, which he, in his sole discretion, deems necessary or appropriate to effectuate the agreements and transactions contemplated by the foregoing resolutions, and the documents referred to therein, the execution and delivery of such documents to be conclusive evidence that the same have been approved by the Directors of the Corporation.

The undersigned further hereby certify that Hanibal C. Tayeh, is the duly elected and qualified President, Treasurer and Secretary of the Corporation; that Hanibal C. Tayeh and Ghadi C. Tayeh are all of the Directors of the Corporation; and that Hanibal C. Tayeh is the sole Stockholder of the Corporation.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and executed this written consent on the date first above written.



HANIBAL C. TAYEH, Director



GHADI C. TAYEH, Director

SPECTRUM ANALYTICAL, INC.

Action by the Sole Stockholder
By Written Consent

April 30, 2015

The undersigned, the sole Stockholder of **SPECTRUM ANALYTICAL, INC.**, a Massachusetts limited liability Corporation (the "Corporation"), pursuant to Chapter 156D of the Massachusetts General Laws, hereby consents to the adoption of the following resolutions with effect from the date set forth above, and directs that these resolutions be placed with the records of the Corporation to be treated for all purposes as votes taken at a meeting of the Stockholder of the Corporation.

HANIBAL C. TAYEH, the President of the Corporation, stated that based upon the current operational and financial issues threatening the Corporation, it was desirable for the Corporation to file a Voluntary Petition in bankruptcy pursuant to Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, IT IS UNANIMOUSLY:

I. Bankruptcy

VOTED: That the Corporation file a Voluntary Petition seeking relief under the provisions of Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Massachusetts (the "Bankruptcy Court"); and it is further unanimously

VOTED: That Hanibal C. Tayeh, President of the Corporation, be and hereby is authorized to execute and file on behalf of the Corporation all petitions, schedules, lists, and all other papers, pleadings, and documents, and to take any and all action which he may deem necessary or desirable to obtain such relief; and it is further unanimously

VOTED: That the Corporation employ the law firm of Bacon Wilson, P.C., of Springfield, Massachusetts, as its counsel to represent its interests before the Bankruptcy Court, to provide assistance and guidance to the Corporation in carrying out its duties as Debtor and Debtor-in-Possession, and to take any and all actions to advance the Corporation's rights and interests in the Chapter 11 bankruptcy case; and that Hanibal C. Tayeh be and hereby is authorized and directed to execute and deliver, on behalf of the Corporation, a retention agreement with Bacon Wilson, P.C. and to cause a retainer to be paid to said Bacon Wilson, P.C. prior to the filing of the Chapter 11 bankruptcy case; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized and directed to execute and deliver, on behalf of the Corporation, appropriate retention agreements with other law firms, accountants, consultants, and others recommended to assist in the pending reorganization and/or sale of the assets of the Corporation, and

cause appropriate retainers to be paid prior to the filing of the Chapter 11 bankruptcy case; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized to arrange for postpetition financing for the Corporation, both before and during the Chapter 11 bankruptcy case, and to execute any and all documents that may be necessary, convenient, or advisable for consummating such financing; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized and directed to prepare, negotiate, and propose, on behalf of the Corporation, a Plan under Chapter 11 of the Bankruptcy Code (including any and all modifications, supplements, and amendments) and cause such Plan to be filed in the Bankruptcy Court; and it is further unanimously

VOTED: That Hanibal C. Tayeh be and hereby is authorized and directed to take or cause to be taken, on behalf of the Corporation, any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as may be necessary or desirable in order to carry out the purposes and intentions of the foregoing votes, and to carry out the Corporation's obligations under the Bankruptcy Code and associated Rules and Court orders; and it is further unanimously

II. Ratification and General Authorization

VOTED: That the actions of the sole Stockholder, Directors and counsel of the Corporation prior to the date hereof in negotiating and effecting the transactions referred to above, be, and they hereby are, ratified, approved, confirmed and adopted (including, without limitation, the Corporation's approval and execution of that certain Letter of Engagement by and between the Corporation and Bacon Wilson, P.C. dated April 29, 2015); and it is further unanimously

VOTED: That Hanibal C. Tayeh, President of the Corporation, be and hereby is authorized and empowered, in the name and on behalf of the Corporation, to execute, deliver and perform all documents, instruments, and certificates, and to take any action, which he, in his sole discretion, deems necessary or appropriate to effectuate the agreements and transactions contemplated by the foregoing resolutions, and the documents referred to therein, the execution and delivery of such documents to be conclusive evidence that the same have been approved by the sole Stockholder of the Corporation.

The undersigned further hereby certifies that Hanibal C. Tayeh, is the duly elected and qualified President, Treasurer and Secretary of the Corporation; that Hanibal C. Tayeh and Ghadi C. Tayeh are all of the Directors of the Corporation; and that Hanibal C. Tayeh is the sole Stockholder of the Corporation.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and executed this written consent on the date first above written.



HANIBAL C. TAYEH, Stockholder